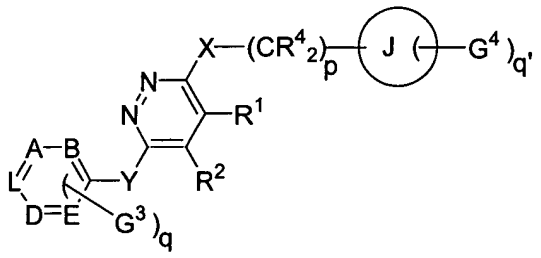
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended) A compound having the structural formula

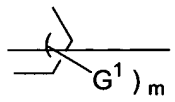


wherein

R^1 and R^2 :

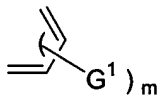
~~i) independently represent H or lower alkyl;~~

~~ii) together form a bridge of structure~~



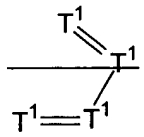
~~wherein bonding is achieved via the terminal carbon atoms;~~

~~iii)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~iv) together form a bridge of structure~~



~~wherein one or two ring members T^1 are N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 4; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;

- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;

- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

R^4 is H, halogen, or lower alkyl;

p is 0, 1, or 2;

X is selected from the group consisting of O, S, and NH;

Y is selected from the group consisting of

- $-(CR^4_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CR^4_2)_s-$;
- $-(CR^4_2)_n-C(G^2)(R^4)-(CR^4_2)_s-$;

  wherein

  n and s are each independently 0 or an integer of 1 – 2; and

G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and $-CH_2N(R^6)_2$;

- $-O-CH_2-$;
- $-S(O)-$;
- $-S(O)_2-$;
- $-SCH_2-$;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

B and E independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, B, D, E, and L is ~~1, 2, or 3~~ 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$;
- $-SR^6$;

- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$;

J is a ring selected from the group consisting of

- aryl;
- pyridyl; and
- cycloalkyl;

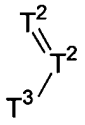
q' represents the number of substituents G^4 on ring J and is 0, 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;

- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;

- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$; and
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

a)



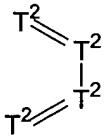
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^2 and T^3;

b)



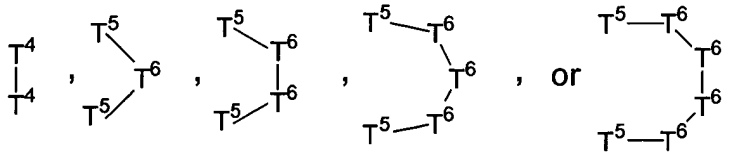
wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and

bonding to ring J is achieved via terminal atoms T^2; and

c)



wherein

each T^4, T^5, and T^6 independently represents O, S, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^4 or T^5 ;

with the provisos that:

i) when one T^4 is O, S, or NR^3, the other T^4 is CR^4G^4 or $C(R^4)_2$;

ii) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

iii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

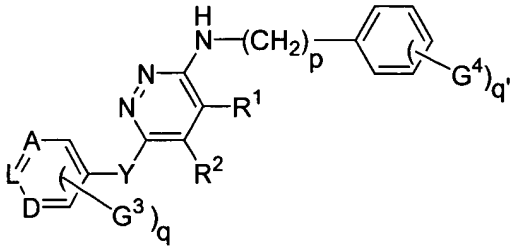
and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, $-CO_2R^3$, -CHO, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, -OCO $N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, amidino, guanidino, mercapto, sulfo, and cyano;

or a pharmaceutically acceptable salt thereof.

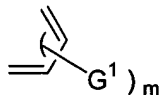
2. (Currently amended) A compound having the structural formula



wherein

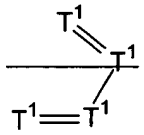
R^1 and R^2 :

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;

- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;

- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- $-(CH_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CH_2)_s-$;
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_s-$;

  wherein

  n and s are each independently 0 or 1; and

  G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and $-CH_2N(R^6)_2$;
- $-O-CH_2-$;
- $-S(O)-$;
- $-S(O)_2-$;
- $-SCH_2-$;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

q' represents the number of substituents G^4 on the phenyl ring and is 0, 1, 2, or 3; and

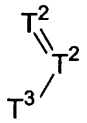
G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- halogen-substituted alkyl;

- hydroxy-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);

- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



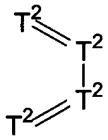
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)



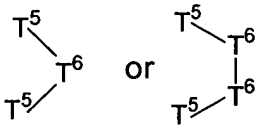
wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and

bonding to the phenyl ring is achieved via terminal atoms T^2; and

c)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

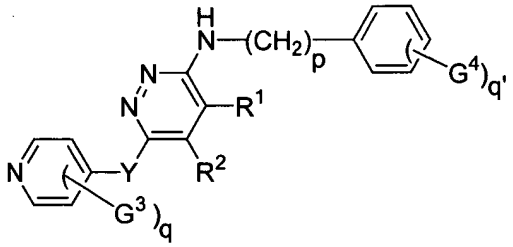
and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, $-CO_2R^3$, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, $-OCO\ N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt thereof.

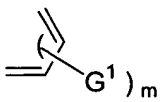
3. (Currently amended) A compound having the structural formula



wherein

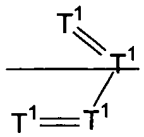
R^1 and R^2:

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms, and any group G^1 is located on a non-terminal atom of the bridge; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- $-OR^6$ wherein R6 represents lower alkyl;
- $-NO_2$;
- optionally substituted heteroaryloxy; and
- optionally substituted heteroarylalkyloxy;

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- $-S(O)_p$-(5-membered heteroaryl)-;
- -C(CN)(H)- ;
- $-O-CH_2-$;
- -S(O)- ; and
- $-S(O)_2-$;

q is 0 or 1;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$; and
- $-S(O)_2N(R^6)_2$;

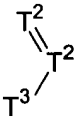
q' represents the number of substituents G^4 on the phenyl ring and is 0, 1, 2, or 3; and

G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- halogen;
- lower alkyl;
- halogen-substituted lower alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;

- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



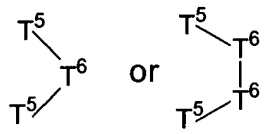
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, CH_2, or NR^3; and bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 6 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, $-CO_2R^3$, $-CON(R^6)_2$, nitro, and cyano;

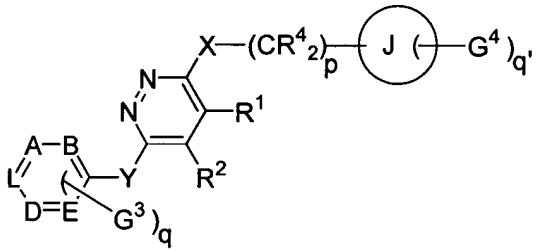
or a pharmaceutically acceptable salt thereof.

4. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

5. (Previously presented) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 1 which is effective to treat said condition.

6. (cancelled)

7. (Currently amended) A compound having the structural formula

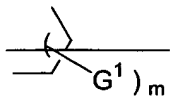


wherein

R^1 and R^2:

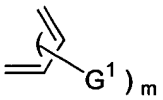
~~i) independently represent H or lower alkyl;~~

~~ii) together form a bridge of structure~~



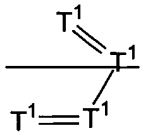
~~wherein bonding is achieved via the terminal carbon atoms;~~

~~iii)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~iv) together form a bridge of structure~~



~~wherein one or two ring members T^1 are N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 4; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;

- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;

- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

R^4 is H, halogen, or lower alkyl;

p is 0, 1, or 2;

X is selected from the group consisting of O, S, and NH;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- $-CH_2-O-$;

- $-CH_2-S-$;
- $-CH_2-NH-$;
- $-O-$;
- $-S-$;
- $-NH-$;
- $-(CR^4_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CR^4_2)_s-$;
- $-(CR^4_2)_n-C(G^2)(R^4)-(CR^4_2)_s-$;

  wherein

  n and s are each independently 0 or an integer of 1 – 2; and

  G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and $-CH_2N(R^6)_2$;
- $-O-CH_2-$;
- $-S(O)-$;
- $-S(O)_2-$;
- $-SCH_2-$;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

B and E independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, B, D, E, and L is ~~1, 2, or 3~~ 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 1 or 2;

G^3 is selected from the group consisting of

- $-NR^3COR^6$;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;

- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$;

J is a ring selected from the group consisting of

- aryl;
- pyridyl; and
- cycloalkyl;

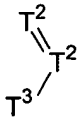
q' represents the number of substituents G^4 on ring J and is 0, 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;

- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;

- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$; and
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

a)



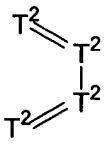
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^2 and T^3;

b)



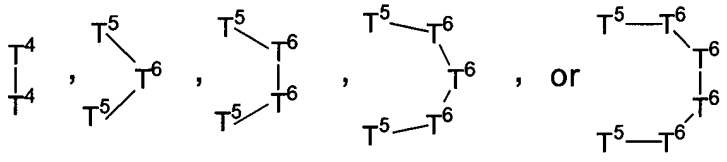
wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and

bonding to ring J is achieved via terminal atoms T^2; and

c)



wherein

each T^4, T^5, and T^6 independently represents O, S, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^4 or T^5 ;

with the provisos that:

i) when one T^4 is O, S, or NR^3, the other T^4 is CR^4G^4 or $C(R^4)_2$;

ii) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

iii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

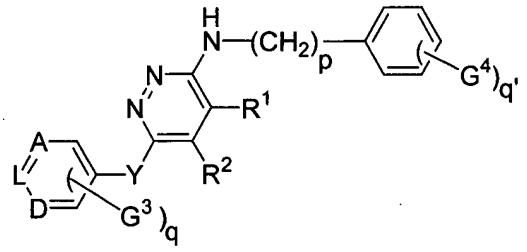
- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower

alkanoyloxy, $-CO_2R^3$, -CHO, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, $-OCO\ N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, amidino, guanidino, mercapto, sulfo, and cyano;

or a pharmaceutically acceptable salt thereof.

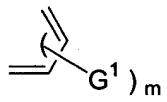
8. (Currently amended) A compound having the structural formula



wherein

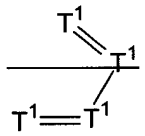
R^1 and R^2 :

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;

- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- $-CH_2-O-$;
- $-CH_2-S-$;
- $-CH_2-NH-$;
- -O- ;
- -S- ;
- -NH- ;
- $-(CH_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CH_2)_s-$;
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_s-$;
  wherein
  n and s are each independently 0 or 1; and
  G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and
  $-CH_2N(R^6)_2$;
- $-O-CH_2-$;
- -S(O)- ;
- $-S(O)_2-$;
- $-SCH_2-$;

- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 1 or 2;

G^3 is selected from the group consisting of

- $-NR^3COR^6$;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);

- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

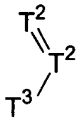
q' represents the number of substituents G^4 on the phenyl ring and is 0, 1, 2, or 3; and

G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- halogen-substituted alkyl;
- hydroxy-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;

- halogenated lower alkylsulfonyl;
- -OCOR^6;
- -COR^6;
- -CO_2R^6;
- -$CON(R^6)_2$;
- -CH_2OR^3;
- -NO_2 ;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -$S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -$S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



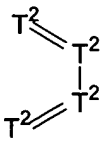
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, $C(H)_2$, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)

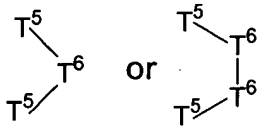


wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and bonding to the phenyl ring is achieved via terminal atoms T^2; and

c)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, $C(H)_2$, or NR^3; and bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

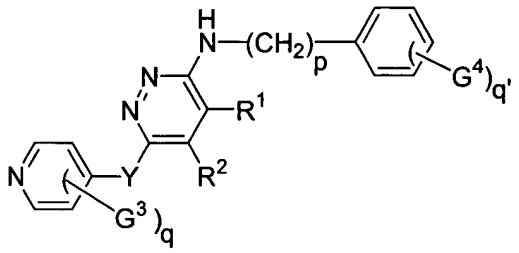
and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, $-CO_2R^3$, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, -OCO $N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt thereof.

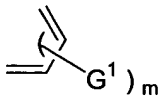
9. (Currently amended) A compound having the structural formula



wherein

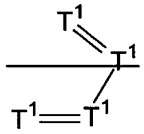
R^1 and R^2 :

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms, and any group G^1 is located on a non-terminal atom of the bridge; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- $-OR^6$ wherein R6 represents lower alkyl;

- $-NO_2$;
- optionally substituted heteroaryloxy; and
- optionally substituted heteroarylalkyloxy;

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH;
- $-CH_2-O-$;
- -S- ;
- -NH- ;
- $-S(O)_p$-(5-membered heteroaryl)-;
- -C(CN)(H)- ;
- $-O-CH_2-$;
- -S(O)- ; and
- $-S(O)_2-$;

q is 1;

G^3 is selected from the group consisting of

- $-NR^3COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$; and
- $-S(O)_2N(R^6)_2$;

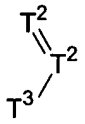
q' represents the number of substituents G^4 on the phenyl ring and is 0, 1, 2, or 3; and

G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- halogen;
- lower alkyl;
- halogen-substituted lower alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;

- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



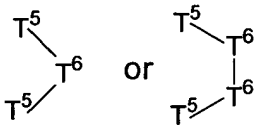
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 6 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, $-CO_2R^3$, $-CON(R^6)_2$, nitro, and cyano;

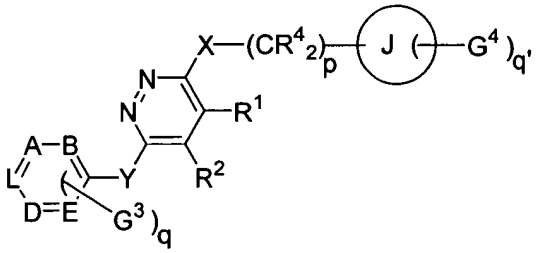
or a pharmaceutically acceptable salt thereof.

10. (Original) A pharmaceutical composition comprising a compound of claim 7 and a pharmaceutically acceptable carrier.

11. (Previously presented) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 7 which is effective to treat said condition.

12. (cancelled)

13. (Currently amended) A compound having the structural formula

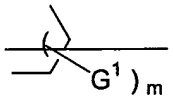


wherein

R^1 and R^2 :

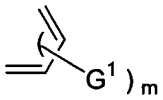
~~i) independently represent H or lower alkyl;~~

~~ii) together form a bridge of structure~~



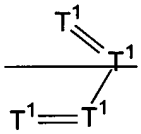
~~wherein bonding is achieved via the terminal carbon atoms;~~

~~iii)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~iv) together form a bridge of structure~~



~~wherein one or two ring members T^1 are N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 4; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;

- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;

- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

R^4 is H, halogen, or lower alkyl;

p is 0, 1, or 2;

X is selected from the group consisting of O, S, and NH;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- $-CH_2-O-$;
- $-CH_2-S-$;
- $-CH_2-NH-$;
- -O- ;
- -S- ;
- -NH- ;
- $-(CR^4_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CR^4_2)_s-$;
- $-(CR^4_2)_n-C(G^2)(R^4)-(CR^4_2)_s-$;
  wherein
    n and s are each independently 0 or an integer of 1 – 2; and
    G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and
      $-CH_2N(R^6)_2$;
- $-O-CH_2-$;
- -S(O)- ;
- $-S(O)_2-$;

- $-SCH_2-$;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

B and E independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, B, D, E, and L is ~~1, 2, or 3~~ 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;

- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- $-NR^3CON(R^6)_2$;

J is a ring selected from the group consisting of

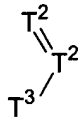
- aryl;
- pyridyl; and
- cycloalkyl;

q' represents the number of substituents G^4 on ring J and is 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);

- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$; and
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

a)



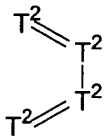
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^2 and T^3;

b)



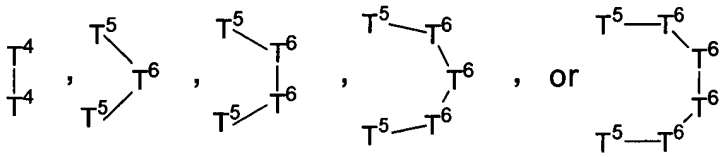
wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and

bonding to ring J is achieved via terminal atoms T^2; and

c)



wherein

each T^4, T^5, and T^6 independently represents O, S, CR^4G^4, $C(R^4)_2$, or NR^3; and

bonding to ring J is achieved via terminal atoms T^4 or T^5 ;

with the provisos that:

i) when one T^4 is O, S, or NR^3, the other T^4 is CR^4G^4 or $C(R^4)_2$;

ii) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

iii) in a bridge comprising T^5 and T^6 atoms, when one T^5 is O, the other T^5 is S, CR^4G^4, $C(R^4)_2$ or NR^3 ;

iv) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

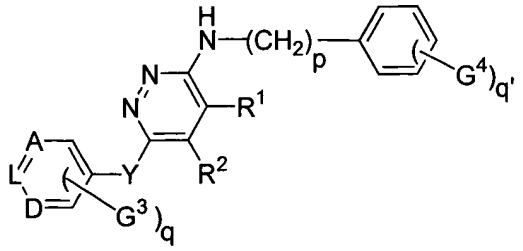
and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, $-CO_2R^3$, -CHO, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, $-OCO\ N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, amidino, guanidino, mercapto, sulfo, and cyano;

or a pharmaceutically acceptable salt thereof.

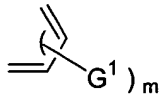
14. (Currently amended) A compound having the structural formula



wherein

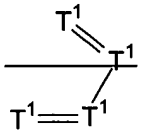
R^1 and R^2 :

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;

- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;

- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- $-CH_2-O-$;
- $-CH_2-S-$;
- $-CH_2-NH-$;
- -O- ;
- -S- ;
- -NH- ;
- $-(CH_2)_n-S(O)_p-$(5-membered heteroaryl)$-(CH_2)_s-$;
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_s-$;

  wherein

  n and s are each independently 0 or 1; and

  G^2 is selected from the group consisting of -CN, $-CO_2R^3$, $-CON(R^6)_2$, and $-CH_2N(R^6)_2$;
- $-O-CH_2-$;
- -S(O)- ;
- $-S(O)_2-$;
- $-SCH_2-$;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- $-CH_2S(O)-$; and
- $-CH_2S(O)_2-$

A and D independently represent N or CH;

L represents N or CH;

with the provisos that

a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and

b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy; and
- $-S(O)_p$(optionally substituted heteroarylalkyl);

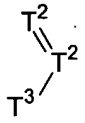
q' represents the number of substituents G^4 on the phenyl ring and is 1, 2, or 3;

and

G^4 moieties are selected from the group consisting of

- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



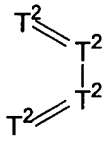
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, $C(H)_2$, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)



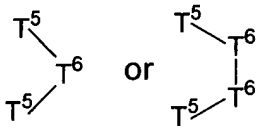
wherein

each T^2 independently represents N, CH, or CG^4;

with the proviso that a maximum of two bridge atoms T^2 may be N ; and

bonding to the phenyl ring is achieved via terminal atoms T^2; and

c)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, CH_2, or NR^3; and bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 is O, the other T^5 is S, CHG^4, CH_2 or NR^3 ;

iii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

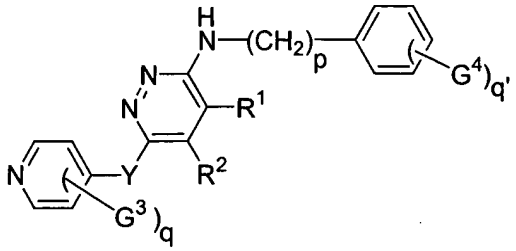
and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 7 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, $-CO_2R^3$, $-CH_2OR^3$, $-OCO_2R^3$, $-CON(R^6)_2$, -OCO $N(R^6)_2$, $-NR^3CON(R^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt thereof.

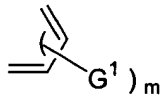
15. (Currently amended) A compound having the structural formula



wherein

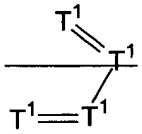
R^1 and R^2 :

~~i)~~ together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms, and any group G^1 is located on a non-terminal atom of the bridge; ~~or~~

~~ii) together form a bridge of structure~~



~~wherein one of the ring members T^1 is N and the others are CH, and bonding is achieved via the terminal atoms;~~ and

wherein

m is 0 or an integer 1 – 2; and

G^1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- $-OR^6$ wherein R6 represents lower alkyl;
- $-NO_2$;
- optionally substituted heteroaryloxy; and

- optionally substituted heteroarylalkyloxy;

R^3 is H or lower alkyl;

R^6 is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH;
- $-CH_2-O-$;
- -S- ;
- -NH- ;
- $-S(O)_p-$(5-membered heteroaryl)-;
- -C(CN)(H)- ;
- $-O-CH_2-$;
- -S(O)- ; and
- $-S(O)_2-$;

q is 0 or 1;

G^3 is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;

- $-CO_2R^6$;
- $-CON(R^6)_2$; and
- $-S(O)_2N(R^6)_2$;

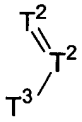
q' represents the number of substituents G^4 on the phenyl ring, and is 1, 2, or 3;

and

G^4 moieties are selected from the group consisting of

- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- $-S(O)_p$(optionally substituted heteroarylalkyl); and
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)



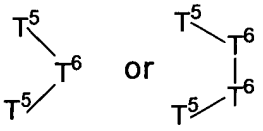
wherein

each T^2 independently represents N, CH, or CG^4;

T^3 represents S, O, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^2 and T^3;

b)



wherein

each T^5, and T^6 independently represents O, S, CHG^4, CH_2, or NR^3; and

bonding to the phenyl ring is achieved via terminal atoms T^5 ;

with the provisos that:

i) a bridge comprising T^5 and T^6 atoms may contain a maximum of two heteroatoms O, S, or N; and

ii) in a bridge comprising T^5 and T^6 atoms, when one T^5 is O, the other T^5 is S, CR^4G^4, $C(R^4)_2$ or NR^3 ;

iii) in a bridge comprising T^5 and T^6 atoms, when one T^5 group and one T^6 group are O atoms, or two T^6 groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1, G^2, G^3, and G^4, when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5 – 6 ring atoms; and

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, $-CO_2R^3$, $-CON(R^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt thereof.

16. (Original) A pharmaceutical composition comprising a compound of claim 13 and a pharmaceutically acceptable carrier.

17. (Previously presented) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with

subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 13 which is effective to treat said condition.

18. (Cancelled)

19. (Previously presented) A compound selected from the group consisting of:

a) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide;
b) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid amide;
c) 1-(4-chlorophenylamino)-4-(3-pyridylmethoxy)phthalazine;
d) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid methylamide;
e) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid amide;
f) 4-[4-(3-Bromophenylamino)phthalazin-1-ylmethyl]-pyridin-2-yl carboxylic acid methylamide;
g) 4-[4-(3-Bromophenylamino)phthalazin-1-ylmethyl]-pyridin-2-yl carboxylic acid amide;
h) 1-(4-chlorophenylamino)-4-[(2-phenyl-4-pyridyl)methyl]phthalazine;
i) 1-[4-(4-pyridyloxy)phenylamino]-4-(4-pyridylmethyl)phthalazine;
j) 1-(indan-5-ylamino)-4-(4-pyridylmethyl)phthalazine;
k) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide dihydrochloride;
l) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide dimethanesulfonate;
m) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin2-yl carboxylic acid amide dihydrochloride;
n) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid amide dimethanesulfonate;

o) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid amide dihydrochloride;

p) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid amide dimethanesulfonate;

q) 1-(4-chlorophenylamino)-4-[5-(4-pyridyl)-1H-1,2,4-triazolyl-3-ylthio]phthalazine;

r) 1-(4-isopropylphenylamino)-4-[5-(4-pyridyl)-1H-1,2,4-triazolyl-3-ylthio]phthalazine

s) 1-(4-chlorophenylamino)-4-(4-pyridylsufonyl)phthalazine;

t) 1-(4-chlorophenylamino)-4-(4-pyridylsufinyl)phthalazine;

v) 1-(indan-5-ylamino)-4-(4-pyridylcyanomethyl)phthalazine; and

w) 1-(benzothiazol-6-ylamino)-4-(4-pyridylcyanomethyl)phthalazine.

20. (Previously presented) The method of claim 5, wherein said condition of retinopathy is diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.

21. (Previously presented) The method of claim 5, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.

22. (Previously presented) The method of claim 11, wherein said condition of retinopathy is diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.

23. (Previously presented) The method of claim 11, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.

24. (Previously presented) The method of claim 17, wherein said condition of retinopathy is diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.

25. (Previously presented) The method of claim 17, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.